



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

APPLICATION FOR CERTIFICATE OF AUTHORITY BY A PROFESSIONAL LEGAL CORPORATION

Pursuant to the provisions of section 19A of the Texas Professional Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in Texas:

1. The name of the corporation is _____
2. (A) If the name of the corporation does not contain the words "professional corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in Texas is _____

(B) If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas

3. The federal tax identification number is _____
4. It is incorporated under the laws of _____
5. The date of its incorporation is _____ and the period of duration is _____ (State "perpetual" or term of years.)
6. The address of its principal office in the state or country under the laws of which it is incorporated is _____
7. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient) _____
and the name of its proposed registered agent in Texas at such address is _____
8. The purpose which the corporation proposes to pursue in Texas is the provision of professional legal services.

9. The corporation is licensed in a jurisdiction other than Texas to perform professional legal services.

10. The names and respective addresses of its directors are as follows:

NAME	ADDRESS
_____	_____
_____	_____
_____	_____

11. The names and respective addresses of its officers are as follows:

NAME	ADDRESS (city and state)	OFFICE
_____	_____	_____
_____	_____	_____
_____	_____	_____

12. The aggregate number of shares which it has authority to issue, itemized by classes, par value, and series, if any, within a class, is as follows:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

13. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is as follows:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

14. All foreign professional legal corporations who are duly licensed or otherwise legally shareholders of the corporation are individuals, professional legal corporations, or authorized to render professional legal services. Legal services will be rendered in Texas only through officers, directors, employees, or agents who are duly licensed to render professional legal services in Texas.
15. The amount of the corporation's stated capital is \$ _____ (See instructions for definition of stated capital.)
16. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.
17. The jurisdiction in which the corporation is incorporated would permit reciprocal admission of the corporation if it were incorporated in Texas.
18. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence.

By

An Officer

INSTRUCTIONS FOR MAKING APPLICATION FOR A CERTIFICATE OF AUTHORITY BY A PROFESSIONAL LEGAL CORPORATION

Only corporations providing professional legal services are eligible to qualify under the provisions of the Texas Professional Corporation Act (TPCA). TEX. REV. CIV. STAT. ANN. article 1528e, §§ 3(d)(e), 19A. All documents are to be submitted to: Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711-3697. The delivery address is James Earl Rudder Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy, if a duplicate copy was provided for such purpose. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709. E-mail inquiries may be directed to corphelp@sos.state.tx.us. Additional forms and information also may be obtained from our website at <http://www.sos.state.tx.us>.

The attached copy of the form promulgated by the secretary of state is for your convenience; the format is mandatory. The form is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the application for certificate of authority.

CONTENTS OF COMPLETED APPLICATION ARE LISTED BELOW:

1. Two copies of the application for a certificate of authority must be submitted. Prior to signing, please read carefully the statements set forth in the application. A person commits an offense under the Texas Business Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.
2. A certificate issued by the secretary of state or other authorized officer of the jurisdiction of its incorporation evidencing the corporate existence must be included. The certificate must be dated within 90 days of the receipt of the application. If the certificate is in a language other than English, a translation of the certificate, under oath of the translator, must accompany the certificate.
3. The statutory fee of \$750 must be submitted. Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or other financial institution. Fees payable to the secretary of state may be paid with a current, valid Visa®, Discover®, or MasterCard®. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

IMPORTANT INFORMATION

CORPORATE NAME (items 1 & 2): The corporate name or the name the corporation elects to use in this state must meet the requirements of section 8 of the TPCA. The name must not be contrary to the law or ethics regulating the practice of law and must contain one of the following words of incorporation or an abbreviation thereof: Professional Corporation, Company, Corporation, Incorporated, or Limited. If the corporate name does not contain one of the words of incorporation, complete item 2A of the application and state the name of the corporation with one of the words of incorporation added for purposes of doing business in Texas.

Article 8.03 of the Texas Business Corporation Act (TBCA) and the secretary of state's name availability rules are applicable to professional corporations. The Act and rules provide that a corporate name cannot be the same as, or deceptively similar to, the name of any domestic or foreign corporation, limited partnership, limited liability company, or any name reservation or registration filed with the secretary of state. Therefore, the foreign corporation's name will be checked for availability upon submission of the application.

Whether the corporation's name is available for use in Texas may be determined by telephone at (512) 463-5555 or by e-mail to corpinfo@sos.state.tx.us. This is only a preliminary clearance. The final decision on the name will be made when the document is submitted for filing. If the corporation's name is not available for use in this state, the corporation must obtain its certificate of authority and transact business under an assumed name that meets the same requirements of name availability. If an assumed name must be used, complete item 2B of the application and complete and file an assumed name certificate in compliance with chapter 36 of the Texas Business & Commerce Code (Form 503).

STATED CAPITAL (Item 15): The amount of the corporation's stated capital must always be expressed in U.S. dollars. Tex. Bus. Corp. Act Ann. art. 1.01 A(17) defines "stated capital" as the sum of:

- (a) par value of all shares of the corporation having a par value that have been issued;
- (b) the consideration fixed by the corporation in the manner provided by law for all shares of the corporation without par value that have been issued, except such part of the consideration actually received therefor as may have been allocated to the capital surplus in a manner permitted by law; and
- (c) such amounts not included in paragraphs (a) and (b) as have been transferred to stated capital of the corporation, whether upon the payment of a share dividend or upon adoption by the board of directors of a resolution directing that all or part of surplus be transferred to stated capital, minus all reductions from such sum as may have been effected in a manner permitted by law.

CONSIDERATION (Item 16): The corporation must have received consideration of the value of at least \$1,000.00 for the issuance of shares prior to obtaining a certificate of authority and the statement of such fact must be included in the application. This \$1,000.00 figure cannot be altered even if the corporation is permitted by its home state to commence business with a lesser amount of consideration.

FRANCHISE TAXES: Franchise tax information may be obtained from the Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100, (512) 463-4600. The toll-free number is (800) 252-1381. From a telecommunication device for the deaf (TDD) ONLY call (800) 248-4099 toll-free, or call (512) 463-4621.